

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Plaintiff,

vs.

TESLA, INC.,

Defendant.

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: **No. 1:18-cv-8947-AJN-GWG**
: **[rel. 1:18-cv-8865]**
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ORDER AMENDING FINAL JUDGMENT AS TO DEFENDANT TESLA, INC.

The Securities and Exchange Commission and Defendant Tesla, Inc. (“Tesla” or the “Company”) having moved and consented to amend the Final Judgment entered by this Court as to Defendant Tesla, Inc. on October 16, 2018 (the “Final Judgment”) and for good cause shown:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that subpart (d) of paragraph IV of the Final Judgment is replaced and superseded by the following:

implement mandatory procedures and controls (i) providing oversight of all of Elon Musk’s communications regarding the Company made in any format, including, but not limited to, posts on social media (*e.g.*, Twitter), the Company’s website (*e.g.*, the Company’s blog), press releases, and investor calls; and (ii) requiring pre-approval by Securities Counsel of any written communication that contains information regarding any of the following topics:

- the Company’s financial condition, statements, or results, including earnings or guidance;
- potential or proposed mergers, acquisitions, dispositions, tender offers, or joint ventures;
- production numbers or sales or delivery numbers (whether actual, forecasted, or projected) that have not been previously published via pre-approved written communications issued by the Company (“Official Company Guidance”) or deviate from previously published Official Company Guidance;
- new or proposed business lines that are unrelated to then-existing business lines (presently includes vehicles, transportation, and sustainable energy products);

- projection, forecast, or estimate numbers regarding the Company's business that have not been previously published in Official Company Guidance or deviate from previously published Official Company Guidance;
- events regarding the Company's securities (including Musk's acquisition or disposition of the Company's securities), credit facilities, or financing or lending arrangements;
- nonpublic legal or regulatory findings or decisions;
- any event requiring the filing of a Form 8-K by the Company with the Securities and Exchange Commission, including:
 - a change in control; or
 - a change in the Company's directors; any principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer, or any person performing similar functions, or any named executive officer; or
- such other topics as the Company or the majority of the independent members of its Board of Directors may request, if it or they believe pre-approval of communications regarding such additional topics would protect the interests of the Company's shareholders; and

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that all other provisions of the Final Judgment shall remain in effect.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of the Final Judgment, as amended by this Order.

Dated: _____

Hon. Alison J. Nathan
UNITED STATES DISTRICT JUDGE